

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**CERTIFICATE OF NO OBJECTION PURSUANT TO
28 U.S.C. § 1746 REGARDING DEBTORS' THIRTY-FIRST OMNIBUS
OBJECTION TO PROOFS OF CLAIM (RECLASSIFY SECURED CLAIMS)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 1700 Broadway, 19th Floor, New York, New York 10019.

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On July 16, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Thirty-First Omnibus Objection to Proofs of Claim (Reclassify Secured Claims)* (ECF No. 9658) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for August 2, 2021, at 4:00 p.m. (prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibit 1**, to the proposed order granting the relief requested in the Omnibus Objection (the "**Proposed Order**"), a copy of which is annexed hereto as **Exhibit A**, no responsive pleadings have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

4. A redline of the Proposed Order marked against the version attached to the Omnibus Objection is attached hereto as **Exhibit B**.

5. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: August 4, 2021
New York, New York

/s/ Garrett A. Fail

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

Telephone: (212) 310-8000

Facsimile: (212) 310-8007

Ray C. Schrock, P.C.

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Garrett A. Fail

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Attorneys for Debtors

and Debtors in Possession

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**ORDER GRANTING DEBTORS' THIRTY-FIRST OMNIBUS
OBJECTION TO PROOFS OF CLAIM (RECLASSIFY SECURED CLAIMS)**

Upon the *Debtors' Thirty-First Omnibus Objection to Proofs of Claim (Reclassify Secured Claims)*, filed on July 16, 2021 (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each asserted secured claim associated with the Proofs of Claim listed on **Exhibit 1** annexed hereto (collectively, the “**Disputed Claims**”) is reclassified in its entirety to a general unsecured claim.
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.
4. Nothing in this Order or in the Objection (i) constitutes any finding or determination concerning the identification of the agreements that were assumed and assigned to Transform Holdco LLC or any of its affiliates (collectively, “**Transform**”) or the liabilities, if any,

associated therewith, or (ii) imposes any obligation on Transform to satisfy any of the Disputed Claims listed on Exhibit A hereto, as to which all of Transform's rights and defenses are expressly reserved.

5. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

6. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2021
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Reclassify Secured Claims

Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Reclassified*		
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified
1.	ALAMENE, HERMON	13624
2.	AMERICAN PRIDE MECHANICAL INC	12336
3.	AMMONS, ERMA	22328
4.	Arris, Latarchau	9051
5.	Asselin, Kenneth	21167
6.	AUTRY, WALLACE DALTON	23087
7.	BAKER, ANITA	9646
8.	Baldwin, Raymond L	25615
9.	BEDWELL, BRYAN	11413
10.	Bedwell, Melissa	10748
11.	BELL, JAMES	11116
12.	BELLISSIMO, VINCENT	22790
13.	BENN, JENNIFER L	11344
14.	BOOKHART, SYLVIA	18132
15.	Bradford L. Murphy Traditional IRA	9788
16.	Braintree Electric Light Department	12085
17.	Browning, Ronald K.	9092
18.	Byrd, Geraldine	21059
19.	BYRD, GERALDINE	23051
20.	Calonder, Sagrario	23581
21.	Campbell, Ralph B.	22258
22.	CASTRO, EVELYN	19784
23.	Chhuon, Vanndy K.	8852
24.	Chugach Electric Association, Inc.	6523

Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Reclassified*		
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified
25.	City of Elyria - Elyria Public Utilities	14697
26.	CLEMENDORE, JENNIFER	14037
27.	COLE, JACQUELINE	18593
28.	COLON, REYNA	18874
29.	Comercializadora De Calzado El Maraton S.A De C.V.	5770
30.	CONTEC MEDICAL SYSTEMS USA INC	7018
31.	Copart Inc.	26397
32.	Correa, Ma Delaluz	19308
33.	Dagnachew, Yeayneabeba	19491
34.	Daugherty, Jack A	25330
35.	Davis, Juanita	24517
36.	Davis, Ronald and Pamela	13419
37.	De Jesus, Norma	18708
38.	DEAL, ROBERT LEROY	24473
39.	DIERNA, DOLFINA	19334
40.	Dixon, Dee	16032
41.	DOLEZAL, FRANKLIN JAMES	25180
42.	Dora Brown wife of Donald E. Brown	23127
43.	DRAKE, ELARGE	10850
44.	DRELICK, JUDITH A.	24829
45.	Dumas, Patricia	14028
46.	Durkin, Mary Anne	22878
47.	E & M CHAINSAW SALES AND SERVICE	10465
48.	Edmondson, John E.	23986

Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Reclassified*		
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified
49.	Elqishawi, Abeer	20045
50.	EXTERIORS BY DESIGN, INC. DBA CALIFORNIA COMMERCIAL ROOFING SYSTEMS	9832
51.	Fago, Stella	24814
52.	FENSTER, BONNIE	18783
53.	Fenster, Bonnie	16120
54.	Flores Quinonez, Luz	18705
55.	Florida Keys Electric Coop Assoc Inc	5835
56.	Franks, Irene	19398
57.	Garland, Kathryn J.	23061
58.	GARRISON, SUZANNE	14836
59.	GELB, RONALD	22350
60.	Gerth, Arthur E.	24053
61.	GODBOLD, JOHNNIE L	15034
62.	GOINES, LESHON	19467
63.	GOLUCK, LOUIS	21110
64.	GRACY, LIGHTFORD	11311
65.	GRAHAM, RAYMOND	12609
66.	GREEN DOT CORPORATION	18395
67.	GROSS, GERALDINE	14035
68.	Gurleroglu, Mustafa	10226
69.	GUTHRIE, MOLLIE D	19651
70.	Hain Capital Investors Master Fund, Ltd as Transferee of Reunited, LLC	7909
71.	HALEY, RUTHIE	16977
72.	HALL, ROBERT C	24314

Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Reclassified*		
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified
73.	HAMMOND, BETTY	16970
74.	Harling, Brelan J.	14508
75.	Harris, Eddie D.	23065
76.	Hawkins, Leon J	24433
77.	Herbert, Latonya	16369
78.	Higgins, William W.	26181
79.	Hofmann, Jr., Adolf H.	21206
80.	HOLLEY, JR., CHARLES E.	21598
81.	Johnson County Treasurer	20062
82.	JOHNSON, JEAN	18837
83.	Johnson, Martha Nell	23848
84.	JONES, LAFAYE	18875
85.	Jordan, Jr., Kent Edward	20388
86.	Jurzec, Joseph	12498
87.	Kevin W Fuller	10003
88.	King, Amos E	9435
89.	Kingdom Seekers Inc.	26367
90.	KYLE, VERNOLA	14957
91.	Lanier, Patricia Ann Sholar	22525
92.	LEACH, DARLENE	11946
93.	Liberty Mutual Claim #038459860	11877
94.	LINDBLOOM, JENNIFER	11895
95.	LINDE, LUANNE	20261
96.	Long, Shirley F	8780

Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Reclassified*		
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified
97.	Love, Tyrone	15951
98.	LOY, SUSAN	13207
99.	Lynch, Sabrina	16116
100.	MACHADO, RICARDO	18797
101.	MAIN, VERLA	25524
102.	Mantle, Christina Lin	18564
103.	MARY GORE	19367
104.	Massy, Margaret	21028
105.	MENDOZA, DANIEL	12670
106.	Minor, Artemis	16403
107.	Mitchell, William L.	25895
108.	Molson-Jackson, June	11379
109.	MONSEGUE, JEMMA	19453
110.	Montalvo, Maria Elena	10801
111.	Moon, Frances G.	25308
112.	NABOZNY, WALTER V	21794
113.	NDAMUKONG, RHODA P	18965
114.	NEAL, KENYAL	19679
115.	NEISZ, JAMES	11940
116.	Noga, Gwain John	18546
117.	Nowakowski, Helen M.	22789
118.	Patel, Parimal	19959
119.	PAYUMO, MARLON	14030
120.	PERRY, SANDRA	17622

Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Reclassified*		
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified
121.	Plump Engineering, Inc.	4760
122.	POWELL, JOYCE K.V	15391
123.	RAIN OF LAS VEGAS	12484
124.	Ratz, Mary Caroline	22720
125.	RICHARDSON, BERNICE A	22799
126.	RIVERS, STANLEY	18801
127.	ROBERTSON, CLEVE	12191
128.	Rodriguez Cruz, Anibal	18713
129.	Roman, Edith	9156
130.	ROMIOUS, DWAYNE	14230
131.	Safety-Kleen/Clean Harbors	4488
132.	Sanchez, Rafael	15699
133.	Sanchez, Ronnie R.	2444
134.	SANITARY TRASHMOVAL SERVICES INC	6100
135.	Santiago, Luciano Pagan	23073
136.	Santos, Maria Lusia	20423
137.	SCALES, JAMES	13814
138.	Scheidell, Richard Lee	21009
139.	Schultheis, Brett	15866
140.	Schweikert, Emil P	23070
141.	Sears Corporation	25868
142.	Select Jewelry Inc	12024
143.	Shittabey, Rafat	10601
144.	Sierra-Santos, Jamie	18013

Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Reclassified*		
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified
145.	SMITH, ANTOINETTE	18938
146.	SMITH, MAMIE	19449
147.	SMYTHE, JEANETTA	10833
148.	SOLOMON, ARTHUR R.	26413
149.	Sooy, Richard	10755
150.	Standish, Joann	19020
151.	Stein, Kaylee Lynn	26411
152.	STEWART, LORI	10198
153.	Stubbs, Mary	11967
154.	Talbert, Donna	11325
155.	The Townsley Law Firm	7432
156.	Tootell-Quevedo, Christien	4345
157.	Toro Rodriguez, Emily	18337
158.	Transportation Commodities Inc	5285
159.	TRAVIS, ANITA G	17803
160.	U.S. Bank Equipment Finance	20527
161.	Vazquez Murillo, Maricela	18775
162.	Ventura, Bernadine	11686
163.	VLADO, ERICA	10695
164.	Waterford Twp Dept Of Public Works	6773
165.	WEHRS, ROBERT	20883
166.	WILBANKS, LASONIA	11036
167.	Wilson, Tommy	6132
168.	WOODARD, CEDRIC	19233

Debtors' Thirty-First Omnibus Objection to Claims
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, *et al.*
Case No. 18-23538 (RDD)

Schedule of Secured Claims to be Reclassified*		
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified
169.	Woods, Wesley	9079

Exhibit B

Redline

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re : **Chapter 11**
:
SEARS HOLDINGS CORPORATION, et al., : **Case No. 18-23538 (RDD)**
:
Debtors.¹ : **(Jointly Administered)**
-----X

**ORDER GRANTING DEBTORS' THIRTY-FIRST OMNIBUS
OBJECTION TO PROOFS OF CLAIM (RECLASSIFY SECURED CLAIMS)**

Upon the *Debtors' Thirty-First Omnibus Objection to Proofs of Claim (Reclassify Secured Claims)*, filed on July 16, 2021 (the “**Objection**”),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to section 502 under title 11 of the United States Code (the “**Bankruptcy Code**”), and Rule 3007 of the Federal Rules of Bankruptcy Procedures (the “**Bankruptcy Rules**”), all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is c/o M-III Partners, LP, 1700 Broadway, 19th Floor, New York, NY 10019

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and the Bankruptcy Court having ~~held a hearing to consider the relief requested in the Objection on~~ ~~(the “Hearing”); and upon the record of the Hearing, and upon all of the proceedings had before the~~ ~~Bankruptcy Court; and the Bankruptcy Court having~~ determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and that the relief sought in the Objection is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, each asserted secured claim associated with the Proofs of Claim listed on Exhibit 1 annexed hereto (collectively, the “**Disputed Claims**”) is reclassified in its entirety to a general unsecured claim.
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.
4. Nothing in this Order or in the Objection (i) constitutes any finding or determination concerning the identification of the agreements that were assumed and assigned to Transform Holdco LLC or any of its affiliates (collectively, “**Transform**”) or the liabilities, if any,

associated therewith, or (ii) imposes any obligation on Transform to satisfy any of the Disputed Claims listed on Exhibit A hereto, as to which all of Transform's rights and defenses are expressly reserved.

5. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

6. The terms and conditions of this Order are effective immediately upon entry.

Dated _____, 2021
: White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE